

RICHMOND LEASING COMPANY
1700 West Loop South
Suite 1500
Houston, Texas 77027

RECEIVED

RECORDATION NO. 11618-1 Filed 1425

JUN 30

JUN 30 1980 - 2 00 PM

I.C.C.

FEE OPER. INTERSTATE COMMERCE COMMISSION

No.

Date JUN 30 1980

Fee \$ 36.00

ICC Washington, D. C.

June 30, 1980

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INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Gentlemen:

In accordance with the provisions of 49 U.S.C. §11303 and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, there is submitted herewith for filing and recordation an Assignment, a Bill of Sale and a Third Supplement to Equipment Trust Agreement relating to railroad cars used or intended for use in connection with interstate commerce as follows:

1. Three (3) executed counterparts of an Assignment dated as of June 30, 1980, by and between Richmond Leasing Company (Assignor) and Mercantile National Bank at Dallas (Assignee);
2. Three (3) executed counterparts of a Bill of Sale dated as of June 30, 1980, between Richmond Leasing Company and Mercantile National Bank at Dallas; and
3. Three (3) executed counterparts of a Third Supplement to Equipment Trust Agreement dated as of June 30, 1980, among Mercantile National Bank at Dallas, Richmond Leasing Company, and Teachers Insurance and Annuity Association of America.

The address of Richmond Leasing Company is 1700 West Loop South, Houston, Texas 77027, and the address of Mercantile National Bank at Dallas is 1704 Main Street, Dallas, Texas 75201.

The equipment covered by the Assignment and the Bill of Sale is described in Exhibit A hereto and the equipment added to the Equipment Trust Agreement by the Third Supplement is described in Exhibit B hereto.

Copy given June 30, 1980

Secretary
Interstate Commerce Commission
June 30, 1980
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The Assignment, Bill of Sale and Third Supplement have been executed in connection with an Equipment Trust Agreement dated as of August 15, 1979 (including a First Supplement to Equipment Trust Agreement and a Second Supplement to Equipment Trust Agreement), and filed with the Interstate Commerce Commission on March 31, 1980, and which has been assigned the following recordation number: 11618.

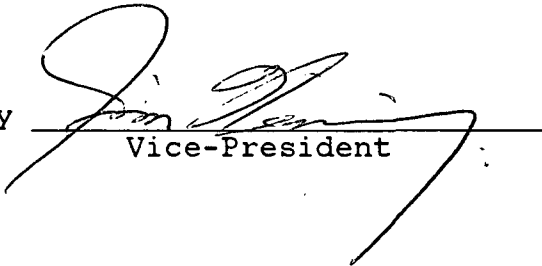
Enclosed is a check to cover the recordation fee.

You are hereby authorized to deliver one executed copy of the Assignment, Bill of Sale and Third Supplement with filing data noted thereon, following recordation, to the representative of Messrs. Dewey, Ballantine, Bushby, Palmer & Wood, who is delivering this letter and said enclosures to you.

Very truly yours,

RICHMOND LEASING COMPANY

By


Vice-President

RICHMOND LEASING COMPANY
Equipment Trust, Series 13

RECORDATION NO. 11618-9 Filed 1428

JUN 30 1980 - 2 00 PM

INTERSTATE COMMERCE COMMISSION

Bill of Sale

THIS AGREEMENT, dated the 30th day of June, 1980, by and between Richmond Leasing Company, a corporation organized and existing under the laws of the State of Delaware (hereinafter called "Seller"), and Mercantile National Bank at Dallas, a national banking association incorporated and existing under the laws of the United States, as Trustee (hereinafter called "Buyer"), pursuant to Equipment Trust Agreement dated as of August 15, 1979, by and between Seller and Buyer, as amended by the First Supplement to Equipment Trust Agreement dated as of May 1, 1980, the Second Supplement to Equipment Trust Agreement dated as of June 2, 1980, and the Third Supplement to Equipment Trust Agreement dated as of June 30, 1980.

In consideration of \$10.00 in hand paid and other good and valuable consideration, receipt of which is hereby acknowledged, Seller does hereby sell and convey to the Buyer the railroad cars described in Exhibit A attached hereto and made a part hereof for all purposes.

Seller hereby warrants that it has title to the described property and that the described property is free from all liens and encumbrances (including any leasehold

interest) other than the Existing Leases described in the attached Exhibit B; and Seller further agrees to forever warrant and defend the title to the described property unto Buyer, its successors and assigns, against all lawful claims.

RICHMOND LEASING COMPANY

By William Walton, Jr.
William Walton, Jr.,
President

(SEAL)

ATTEST

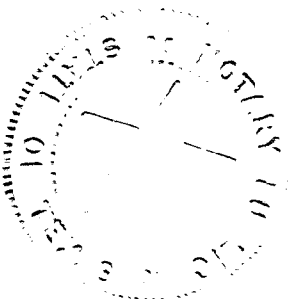
Kenneth W. Harbin
Kenneth W. Harbin, Secretary

THE STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared WILLIAM WALTON, JR., President of Richmond Leasing Company, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of Richmond Leasing Company, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 30th day of June, 1980.



Adelia M. Castro
Notary Public in and For
Harris County, T E X A S
ADELIA M. CASTRO

Notary Public in and for the State of Texas
My Commission expires March 6, 1984

EXHIBIT A

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
20 tank cars	DOT 105A300W	34,000	RTMX 4930 thru 4949
45 tank cars	DOT 105A300W	34,000	RTMX 4950 thru 4994

EXHIBIT B

1. Riders 3 and 3A, both dated as of May 27, 1980, to Tank Car Lease and Service Contract dated June 18, 1977, between Richmond Leasing Company and Aeropres Corporation covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	34,000 gallon DOT 105A300W	RTMX 4930 through 4949

2. Riders 1 and 1A, both dated as of June 4, 1980, to Tank Car Lease and Service Contract dated June 4, 1980, between Richmond Leasing Company and Enterprise Products Company covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
45	34,000 gallon DOT 105A300W	RTMX 4950 through 4994